

EXHIBIT B

To

**DEBTORS' OBJECTION TO THE
MOTION OF WILSON PHILLIPS TO
MODIFY THE AUTOMATIC STAY, TO
THE EXTENT APPLICABLE, TO ALLOW
PAYMENT, REIMBURSEMENT, AND/OR
ADVANCEMENT OF DEFENSE COSTS
UNDER THE D&O POLICY
[Docket No. 695]**

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

IN RE:)
) Case No.
NATIONAL RIFLE ASSOCIATION) 21-30085-hdh-11
OF AMERICA AND SEA GIRT, LLC)
) Chapter 11
Debtors.)

VIDEOTAPED ORAL DEPOSITION OF

WILSON H. PHILLIPS, JR.

MARCH 19, 2021

CONFIDENTIAL PURSUANT TO PROTECTIVE ORDER

(Reported Remotely)

1
2 On the 19th day of March, 2021, at 10:30 a.m.
3 CST, the videotaped oral deposition of the
4 above-named witness was taken at the instance of The
5 State of New York, via Zoom video conference, before
6 Michelle L. Munroe, Certified Shorthand Reporter in
7 and for the State of Texas, the Witness located at
8 his residence in Dallas, Texas, pursuant to Notice,
9 the Thirty-Sixth Emergency Order Regarding the
10 COVID-19 State of Disaster, and the agreement
11 hereinafter set forth.

A P P E A R A N C E S

FOR THE DEBTORS:

Mr. Dylan T. Ciciliano (via Zoom)
GARMAN TURNER GORDON LLP
7251 Amigo Street, Suite 210
Las Vegas, Nevada 89119
702.777.3000 telephone
dciciliano@gtg.legal

PROPOSED SPECIAL COUNSEL TO THE DEBTORS:

Ms. Svetlana Eisenberg (via Zoom)
Mr. Serhiy Moshak (via Zoom)
BREWER ATTORNEYS & COUNSELORS
1717 Main Street
Suite 5900
Dallas, Texas 75201
sme@brewerattorneys.com

FOR THE OFFICE OF THE NEW YORK STATE ATTORNEY
GENERAL:

Ms. Monica Connell (via Zoom)
Mr. William Wang (via Zoom)
OFFICE OF THE ATTORNEY GENERAL
28 Liberty Street
18th Floor
New York, New York 10005
212.416.8401 telephone
monica.connell@ag.ny.gov

Mr. Jonathan Conley (via Zoom)
OFFICE OF THE ATTORNEY GENERAL
The Capitol
Albany, New York 12224
212.416.8108 telephone
jonathan.conley@ag.ny.gov

Mr. Lucas McNamara (via Zoom)
OFFICE OF THE ATTORNEY GENERAL
120 Broadway
New York, New York 10271-0499
lucas.mcnamara@ag.ny.gov

1 A P P E A R A N C E S (continued)
2 FOR THE OFFICE OF THE NEW YORK STATE ATTORNEY
3 GENERAL:

4 Mr. Eric Van Horn (via Zoom)
5 Mr. Gerrit Pronske (via Zoom)
6 SPENCER FANE LLP
7 2200 Ross Avenue, Suite 4800 West
8 Dallas, Texas 75201
9 214.750.3610 telephone
10 ericvanhorn@spencerfane.com

11 FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS:

12 Mr. Tim Carney (via Zoom)
13 NORTON ROSE FULBRIGHT US LLP
14 2200 Ross Avenue
15 Suite 3600
16 Dallas, Texas 75201
17 214.855.8341 telephone
18 tim.carney@nortonrosefulbright.com

19 FOR JUDGE PHILLIP JOURNEY:

20 Mr. Jermaine Watson (via Zoom)
21 BONDS ELLIS EPPICH SCHAFER JONES LLP
22 420 Throckmorton Street
23 Suite 1000
24 Fort Worth, Texas 76102
25 817.529.2724 telephone
 jermaine.watson@bondsellis.com

 FOR ACKERMAN MCQUEEN, INC.:

 Mr. Brian E. Mason (via Zoom)
 Ms. Kymberlee Milligan (via Zoom)
 DORSEY & WHITNEY LLP
 300 Crescent Court
 Suite 400
 Dallas, Texas 75201
 214.981.9929 telephone
 mason.brian@dorsey.com

1 the U.S. Constitution. 10:45:12

2 Q. Do you believe that Mr. LaPierre in his 10:45:24

3 position as executive vice president acted with 10:45:26

4 prudence with respect to the NRA's finances? 10:45:29

5 MS. EISENBERG (VIA ZOOM): Objection. 10:45:33

6 A. Again, I decline to answer based on the 10:45:34

7 privilege provided to me by the Fifth Amendment to 10:45:37

8 the U.S. Constitution. 10:45:39

9 Q. Okay. In your role as treasurer, 10:45:42

10 Mr. Phillips, what were your responsibilities? 10:45:45

11 MS. EISENBERG (VIA ZOOM): Objection. 10:45:48

12 A. Overseeing the financial position of the 10:45:51

13 National Rifle Association. 10:46:01

14 Q. Did you have a fiduciary obligation to the 10:46:02

15 NRA, if you know? 10:46:07

16 MS. EISENBERG (VIA ZOOM): Objection. 10:46:08

17 A. I decline to answer based on the privilege 10:46:09

18 provided to me by the Fifth Amendment of the U.S. 10:46:11

19 Constitution. 10:46:15

20 Q. Who were you responsible for supervising 10:46:16

21 within the NRA? 10:46:18

22 MS. EISENBERG (VIA ZOOM): Objection. 10:46:20

23 A. They were the head -- heads of several 10:46:23

24 divisions. It was the accounting and reporting, 10:46:29

25 purchasing, IT, information technology and other 10:46:33

1 A. Yes, I was -- I was the treasurer of it. 10:48:06

2 Q. If I refer to the National Rifle 10:48:09

3 Association Foundation as the NRAF, will you 10:48:13

4 understand what I'm talking to? Can we agree -- 10:48:15

5 A. I will. 10:48:15

6 Q. I can refer to it? Thank you. 10:48:17

7 As the treasurer of the NRAF, whom did you 10:48:21

8 report to? 10:48:26

9 MS. EISENBERG (VIA ZOOM): Objection; 10:48:27

10 vague. 10:48:28

11 A. I reported to their board of directors. 10:48:31

12 Q. When did you become treasurer of the NRAF? 10:48:34

13 A. It was probably 1993, 1992. I'm pretty 10:48:46

14 sure it would be 1993. 10:48:56

15 Q. Going back to your role as CFO and 10:49:02

16 treasurer at the NRA. In the years that you worked 10:49:04

17 at the NRA, who was responsible for the preparation 10:49:09

18 of the IRS Form 990? 10:49:12

19 MS. EISENBERG (VIA ZOOM): Objection; 10:49:15

20 form. 10:49:16

21 A. I decline to answer based on the privilege 10:49:18

22 provided me by the Fifth Amendment of the U.S. 10:49:21

23 Constitution. 10:49:24

24 Q. To your knowledge, did the NRA prepare IRS 10:49:26

25 Form 990s for each year that you were CFO or 10:49:30

1 started. I don't -- I can't tell you what year we 10:51:39
2 started. Once we started, I'm not aware of a 10:51:42
3 change. 10:51:45
4 Q. Okay. Do you know the approximate length 10:51:46
5 of time the board members had to review the 990s, 10:51:51
6 like how long were they made available for? 10:51:54
7 MS. EISENBERG (VIA ZOOM): Objection; 10:51:57
8 form. 10:52:00
9 MR. WERBNER (VIA ZOOM): If you 10:52:00
10 understand. 10:52:01
11 A. I understand. They were available -- 10:52:01
12 usually the meetings lasted a day. Some years they 10:52:05
13 may last two days. 10:52:10
14 Q. And they would be available that whole 10:52:12
15 time? 10:52:14
16 MS. EISENBERG (VIA ZOOM): Object to 10:52:15
17 form. 10:52:15
18 A. As far as I know. 10:52:17
19 Q. Okay. Who signed the IRS Form 990s while 10:52:19
20 you were CFO and treasurer? 10:52:24
21 A. I decline -- 10:52:26
22 MS. EISENBERG (VIA ZOOM): Objection; 10:52:27
23 form. 10:52:27
24 A. I decline to answer based on the privilege 10:52:27
25 provided to me by the Fifth Amendment of the U.S. 10:52:30

1 Constitution. 10:52:33

2 Q. Did the person who signed change over the 10:52:35

3 years that you worked at the NRA? 10:52:38

4 A. I decline to answer based on the privilege 10:52:42

5 provided me by the Fifth Amendment of the U.S. 10:52:45

6 Constitution. 10:52:48

7 Q. How was it determined who would sign each 10:52:48

8 year's 990 form? 10:52:51

9 MS. EISENBERG (VIA ZOOM): Objection; 10:52:54

10 form. 10:52:55

11 A. I decline to answer based on the privilege 10:52:55

12 provided to me by the Fifth Amendment of the U.S. 10:52:58

13 Constitution. 10:53:01

14 Q. In your experience, did Mr. LaPierre 10:53:02

15 review the IRS Form 990s? 10:53:05

16 MS. EISENBERG (VIA ZOOM): Object to 10:53:08

17 form. 10:53:09

18 Q. You can answer, sir. 10:53:13

19 A. I don't know. 10:53:15

20 Q. Did you ever give Mr. LaPierre an IRS Form 10:53:21

21 990? 10:53:26

22 A. I decline to answer based on the privilege 10:53:26

23 provided to me by the Fifth Amendment of the U.S. 10:53:29

24 Constitution. 10:53:32

25 Q. If Mr. LaPierre had asked you to provide 10:53:34

1 him with a copy of the IRS Form 990, would you have 10:53:37
2 given it to him? 10:53:40
3 MS. EISENBERG (VIA ZOOM): Object to 10:53:41
4 form. 10:53:42
5 A. I decline to answer based on the privilege 10:53:42
6 provided to me by the Fifth Amendment of the U.S. 10:53:44
7 Constitution. 10:53:48
8 Q. I don't know if I -- I don't think I asked 10:53:48
9 the specific question. 10:53:50
10 But did Mr. LaPierre ever ask you to see 10:53:51
11 an IRS Form 990 form? 10:53:53
12 A. I decline -- 10:53:57
13 MS. EISENBERG (VIA ZOOM): Object to 10:53:57
14 form. 10:53:58
15 A. I decline to answer based on the privilege 10:53:58
16 provided to me by the Fifth Amendment of the U.S. 10:54:00
17 Constitution. 10:54:03
18 Q. Was Mr. LaPierre generally present at the 10:54:05
19 board meetings at which the Form 990s were made 10:54:08
20 available? 10:54:11
21 MS. EISENBERG (VIA ZOOM): Objection; 10:54:12
22 form. 10:54:13
23 A. Yes. 10:54:13
24 Q. Did you ever discuss any aspects of the 10:54:18
25 preparation of the Form 990s with Mr. LaPierre? 10:54:20

1 MS. EISENBERG (VIA ZOOM): Objection; 10:54:24
2 form. 10:54:24
3 A. I decline to answer based on the privilege 10:54:24
4 provided to me by the Fifth Amendment of the U.S. 10:54:26
5 Constitution. 10:54:30
6 Q. A company called -- are you familiar with 10:54:30
7 a company called RSM? 10:54:34
8 A. Yes. 10:54:37
9 Q. Who are -- who or what is RSM? 10:54:39
10 A. It's a public accounting firm. 10:54:42
11 Q. Was RSM the NRA's auditor for a number of 10:54:45
12 years? 10:54:50
13 A. Yes. 10:54:50
14 Q. Okay. Was there an annual representation 10:54:52
15 letter the NRA would sign with respect to the RSM 10:54:55
16 engagement? 10:55:00
17 A. I decline -- 10:55:00
18 MS. EISENBERG (VIA ZOOM): Objection; 10:55:01
19 form. 10:55:01
20 A. I decline to answer based on the privilege 10:55:01
21 provided to me by the Fifth Amendment of the U.S. 10:55:03
22 Constitution. 10:55:07
23 Q. How did the NRA retain RSM as an auditor? 10:55:07
24 A. There was a search by the audit committee. 10:55:15
25 Q. Okay. And the audit committee made a 10:55:20

1 form. 10:58:08

2 A. Yes. 10:58:08

3 THE WITNESS (VIA ZOOM): Sorry, 10:58:09

4 Svetlana. 10:58:11

5 Q. And did you -- did you provide space for 10:58:11

6 the RSM employees to work? 10:58:14

7 A. Yes. 10:58:17

8 Q. Where would that -- where would that space 10:58:18

9 be? 10:58:21

10 A. Most -- most often it was on the second 10:58:23

11 floor of where the accounting function was in the 10:58:26

12 NRA building. 10:58:29

13 Q. Was there one particular employee assigned 10:58:32

14 to give documents to RSM or information to RSM? 10:58:35

15 MS. EISENBERG (VIA ZOOM): Object to 10:58:41

16 form. 10:58:42

17 A. I don't know. I doubt it. 10:58:43

18 Q. Okay. Do you know whether you ever signed 10:58:47

19 the retention letters for RSM? 10:58:53

20 A. I decline to answer based on the privilege 10:58:58

21 provided to me by the Fifth Amendment to the U.S. 10:59:00

22 Constitution. 10:59:04

23 Q. Okay. Mr. Phillips, you received a 10:59:05

24 corporate American Express card in your name from 10:59:13

25 the NRA; is that correct? 10:59:15

1 A. I decline to answer based on the privilege 10:59:17
2 provided me by the Fifth Amendment of the U.S. 10:59:19
3 Constitution. 10:59:23

4 Q. Did you ever -- did you ever receive 10:59:24
5 any -- excuse me. Withdrawn. 10:59:29

6 Did you ever authorize the issuance of 10:59:31
7 corporate credit cards to Joseph -- a corporate 10:59:41
8 credit card to Joseph DeBergalis? 10:59:45

9 A. I decline to answer based on the privilege 10:59:50
10 provided to me by the Fifth Amendment of the U.S. 10:59:52
11 Constitution. 10:59:55

12 Q. Did you authorize the issuance of a 10:59:57
13 corporate card to Joshua Powell? 11:00:03

14 A. I decline to answer based on the privilege 11:00:04
15 provided to me by the Fifth Amendment of the U.S. 11:00:04
16 Constitution. 11:00:06

17 Q. Do you know whether the NRA issued 11:00:06
18 corporate credit cards to Mr. -- I can never say his 11:00:12
19 name correctly -- DeBergalis? 11:00:19

20 MS. EISENBERG (VIA ZOOM): I'm sorry. 11:00:19
21 I couldn't hear the question. 11:00:19

22 Q. Did the NRA issue a corporate credit card 11:00:21
23 to Mr. DeBergalis? 11:00:23

24 MS. EISENBERG (VIA ZOOM): Objection; 11:00:25
25 form. 11:00:27

1 A. I decline to answer based on the privilege 11:00:27
2 provided to me by the Fifth Amendment of the U.S. 11:00:27
3 Constitution. 11:00:30
4 Q. Did the NRA -- sorry. 11:00:31
5 Did the NRA issue a corporate credit card 11:00:34
6 to Joshua Powell? 11:00:38
7 A. I decline to answer based on the privilege 11:00:39
8 provided to me by the Fifth Amendment of the U.S. 11:00:39
9 Constitution. 11:00:40
10 Q. Did the NRA issue a corporate credit card 11:00:46
11 to Millie Hallow? 11:00:50
12 A. I decline to answer based on the privilege 11:00:52
13 provided to me by the Fifth Amendment of the U.S. 11:00:52
14 Constitution. 11:00:54
15 Q. Mr. Phillips, would issuance of a 11:00:54
16 corporate credit card generally be handled by you or 11:01:06
17 those you supervise? 11:01:11
18 MS. EISENBERG (VIA ZOOM): Object to 11:01:13
19 form. 11:01:14
20 MR. WERBNER (VIA ZOOM): I'll object 11:01:14
21 to the form. I don't understand the question. 11:01:15
22 Q. If a corporate -- I'll clarify, Counsel. 11:01:18
23 Thank you. 11:01:21
24 If a corporate credit card were issued by 11:01:21
25 the NRA, would that generally be done under the 11:01:23

Page 35

1	auspices of the treasurer's office?	11:01:27
2	A. I decline to answer based on the privilege	11:01:31
3	provided to me by the Fifth Amendment of the U.S.	11:01:31
4	Constitution.	11:01:34
5	Q. Do you know who, if anyone, within the NRA	11:01:39
6	determines whether an employee or an officer	11:01:41
7	receives a corporate credit card?	11:01:43
8	MS. EISENBERG (VIA ZOOM): Objection	11:01:46
9	to form.	11:01:46
10	A. I decline to answer based on the privilege	11:01:47
11	provided to me by the Fifth Amendment of the U.S.	11:01:47
12	Constitution.	11:01:50
13	Q. Do you know whether the NRA had any	11:01:50
14	process for determining who should receive a	11:01:55
15	corporate credit card?	11:01:57
16	A. I decline to answer based on the privilege	11:02:00
17	provided to me by the Fifth Amendment of the U.S.	11:02:00
18	Constitution.	11:02:00
19	Q. Do you know whether the NRA had a process	11:02:06
20	to review expenditures charged to a corporate credit	11:02:09
21	card?	11:02:12
22	MS. EISENBERG (VIA ZOOM): Object to	11:02:13
23	the form.	11:02:14
24	A. I decline to answer based on the privilege	11:02:14
25	provided to me by the Fifth Amendment of the U.S.	11:02:14

1 Constitution. 11:02:17

2 Q. To your knowledge, did Mr. LaPierre know 11:02:17

3 that some employees had corporate credit cards? 11:02:25

4 MS. EISENBERG (VIA ZOOM): Objection 11:02:28

5 to form. 11:02:30

6 A. I decline to answer based on the privilege 11:02:30

7 provided to me by the Fifth Amendment of the U.S. 11:02:30

8 Constitution. 11:02:35

9 Q. During -- Mr. LaPierre was examined by the 11:02:35

10 New York Attorney General's office in this action. 11:02:47

11 I would like to -- 11:02:51

12 MS. CONNELL (VIA ZOOM): Jonathan, if 11:02:52

13 you can, call up Mr. LaPierre's deposition and pull 11:02:53

14 it to page 174, if that's possible. 11:02:58

15 MS. EISENBERG (VIA ZOOM): Ms. 11:03:02

16 Connell, what do you mean by this action? 11:03:02

17 MS. CONNELL (VIA ZOOM): Excuse me. 11:03:05

18 Thank you, Svetlana. Good catch. 11:03:06

19 Q. Mr. LaPierre was examined during the 11:03:09

20 course of the Attorney General's investigation of 11:03:11

21 the NRA. I would like to pull up, please, as 11:03:14

22 Exhibit A, Mr. LaPierre's deposition. 11:03:19

23 MR. CONLEY (VIA ZOOM): Just one 11:03:26

24 second. 11:03:27

25 MS. CONNELL (VIA ZOOM): Thank you, 11:03:27

Page 37

1 Constitution. 11:11:01

2 Q. Did you have any -- ever have any 11:11:07

3 conversations with Mr. LaPierre regarding improperly 11:11:10

4 covered expenses by use of a corporate credit card? 11:11:16

5 MS. EISENBERG (VIA ZOOM): Object to 11:11:21

6 form. 11:11:22

7 A. I decline to answer based on the privilege 11:11:23

8 provided to me by the Fifth Amendment of the U.S. 11:11:23

9 Constitution. 11:11:27

10 Q. Okay. I would like to jump to one other 11:11:30

11 topic for a second. And I apologize, Mr. Phillips, 11:11:33

12 I meant to get into this at the beginning. 11:11:36

13 Am I correct in understanding that a 11:11:39

14 number of years ago you had a bike-related accident? 11:11:40

15 A. Yes. 11:11:45

16 Q. Can you tell us the nature of that 11:11:47

17 accident? 11:11:49

18 A. I hit a pothole going high speed, flipped 11:11:52

19 over like a (inaudible) front wheel, rammed my face, 11:11:57

20 head, arm into the -- into the path. It was a 11:12:04

21 concrete path. 11:12:09

22 Q. I'm sorry to hear that. 11:12:12

23 Were you hospitalized as a result of that 11:12:13

24 accident? 11:12:18

25 A. Yes, I was. 11:12:21

1 Q. Did you miss work as a result of that 11:12:22
2 accident? 11:12:24
3 A. I did. 11:12:26
4 Q. What year did that accident occur? 11:12:27
5 A. I don't know for sure. Several years ago. 11:12:32
6 Three or four years ago. 11:12:38
7 Q. Maybe four. Okay. Did it occur while you 11:12:40
8 were an NRA employee? 11:12:44
9 A. Yes. 11:12:46
10 Q. Okay. When you returned to work -- did 11:12:47
11 you return to work following that accident? 11:12:50
12 A. Yes. 11:12:53
13 Q. When you returned to work, were you able 11:12:54
14 to fully resume your duties as CFO and treasurer? 11:12:56
15 A. I decline to answer based on the privilege 11:13:03
16 provided to me by the Fifth Amendment of the U.S. 11:13:03
17 Constitution. 11:13:04
18 Q. Mr. Phillips, when you returned to work 11:13:12
19 following that accident, do you believe that you 11:13:13
20 were unable to fully perform the duties of your job 11:13:16
21 as CFO and treasurer of the National Rifle 11:13:20
22 Association? 11:13:24
23 A. I decline to answer based on the privilege 11:13:24
24 provided to me by the Fifth Amendment of the U.S. 11:13:24
25 Constitution. 11:13:24

1 Q. Mr. Phillips, did there come a time when 11:13:33
2 you left the NRA? 11:13:35
3 A. Yes. 11:13:38
4 Q. How did that come about? 11:13:39
5 A. I retired. 11:13:42
6 Q. Okay. And when was that? 11:13:44
7 A. It was 2018, fourth quarter. 11:13:46
8 Q. Around the time that you left the NRA, you 11:13:58
9 signed a post employment consulting contract; is 11:14:00
10 that correct? 11:14:03
11 A. I decline to answer based on the privilege 11:14:03
12 provided to me by the Fifth Amendment of the U.S. 11:14:03
13 Constitution. 11:14:04
14 MS. CONNELL (VIA ZOOM): Jonathan, can 11:14:10
15 we pull up tab 1? Maybe we'll have better luck with 11:14:11
16 that. 11:14:15
17 MR. CONLEY (VIA ZOOM): Yes, I hope 11:14:16
18 so. 11:14:17
19 Q. While we wait for Jonathan to pull that 11:14:20
20 up, Mr. Phillips, whose idea was it to -- for you to 11:14:25
21 enter into a consulting contract with the NRA? 11:14:30
22 MS. EISENBERG (VIA ZOOM): Object to 11:14:34
23 form. 11:14:34
24 A. I decline to answer based on the privilege 11:14:42
25 provided to me by the Fifth Amendment of the U.S. 11:14:42

1 Constitution. 11:14:42

2 Q. The transcript finally came up in the 11:14:44

3 shared drive. 11:14:46

4 MR. CONLEY (VIA ZOOM): Okay. Good. 11:14:50

5 MS. CONNELL (VIA ZOOM): But I would 11:14:52

6 like to still go to tab 1 to the agreement if we 11:14:52

7 could, Jonathan. Thanks. 11:14:55

8 MS. EISENBERG (VIA ZOOM): Are you 11:15:00

9 marking it as Exhibit 1? 11:15:00

10 MS. CONNELL (VIA ZOOM): Yes. 11:15:03

11 MR. CONLEY (VIA ZOOM): This will be 11:15:05

12 Exhibit B because the -- 11:15:07

13 MS. CONNELL (VIA ZOOM): The 11:15:10

14 transcript was A. 11:15:11

15 MR. CONLEY (VIA ZOOM): Right. 11:15:12

16 MR. CICILIANO (VIA ZOOM): Just so the 11:15:16

17 record's clear, are you saying that LaPierre's 11:15:18

18 transcript will be Exhibit 1? 11:15:21

19 MS. CONNELL (VIA ZOOM): Yes. 11:15:22

20 MR. CICILIANO (VIA ZOOM): Because we 11:15:30

21 (inaudible) -- it's 848 pages, do you just want sub 11:15:33

22 pages or -- 11:15:37

23 MS. CONNELL (VIA ZOOM): 11:15:38

24 Unfortunately, I think we're going jump around within 11:15:39

25 it so -- 11:15:41

Page 47

1	it. Okay. Wait. This is it. Yeah.	11:39:08
2	Q. Are you able to open it up? Is everyone	11:39:26
3	able to open it up?	11:39:29
4	A. It looks like I can open it.	11:39:30
5	MS. EISENBERG (VIA ZOOM): I'm not	11:39:30
6	able to access it, but I don't want to slow things	11:39:31
7	down so -- for the moment, I don't want it to be	11:39:34
8	paused just for that reason. Thank you.	11:39:38
9	A. I have it.	11:39:40
10	MS. CONNELL (VIA ZOOM): Thank you,	11:39:42
11	Svetlana. I appreciate it.	11:39:42
12	Q. Have you ever seen this document before,	11:39:46
13	Mr. Phillips?	11:39:47
14	A. I decline to answer based on the privilege	11:39:49
15	provided to me by the Fifth Amendment of the U.S.	11:39:49
16	Constitution.	11:39:51
17	Q. Mr. Phillips, if you page down to the	11:39:56
18	final page of -- the final two pages of this	11:40:00
19	document, Bates number NYAG 00042332 and the	11:40:04
20	following page.	11:40:14
21	Is your signature at the bottom of that	11:40:16
22	page?	11:40:19
23	A. I decline to answer based on the privilege	11:40:20
24	provided to me by the Fifth Amendment of the U.S.	11:40:20
25	Constitution.	11:40:22

1 Q. Mr. Phillips, who is Pete Brownell? 11:40:22

2 A. He was president of the National Rifle 11:40:29

3 Association at the time. 11:40:33

4 Q. When you say "at the time," are you 11:40:33

5 referring to May 2018? 11:40:35

6 A. Yes. 11:40:38

7 Q. And that's the date on this contract; is 11:40:39

8 that correct? 11:40:42

9 A. Yes. 11:40:42

10 Q. And who is Carolyn Meadows? 11:40:44

11 A. She is the current president of the 11:40:49

12 National Rifle Association. 11:40:51

13 Q. And she also signed this contract; is that 11:40:55

14 correct? 11:40:57

15 A. Yes. 11:40:58

16 Q. And Mr. Brownell signed this contract; is 11:40:59

17 that correct? 11:41:03

18 A. Correct. 11:41:03

19 Q. Okay. I would like to go back up to the 11:41:04

20 first page of the contract, sir. 11:41:07

21 To your knowledge, was a business case 11:41:12

22 analysis performed for this contract? 11:41:15

23 A. I decline to answer based on privilege 11:41:18

24 provided to me by the Fifth Amendment of the U.S. 11:41:18

25 Constitution. 11:41:19

1 Q. What is a business case analysis, to your 11:41:24
2 knowledge? 11:41:27

3 A. I decline to answer based on the privilege 11:41:27
4 provided to me by the Fifth Amendment of the U.S. 11:41:27
5 Constitution. 11:41:30

6 Q. Did the NRA ever require that business 11:41:30
7 case analysis forms be completed for contracts? 11:41:36

8 A. I decline -- 11:41:42

9 MS. EISENBERG (VIA ZOOM): Object to 11:41:42
10 form. 11:41:43

11 A. I decline to answer based on the privilege 11:41:44
12 provided to me by the Fifth Amendment of the U.S. 11:41:44
13 Constitution. 11:41:46

14 Q. Have you ever heard the term "business 11:41:48
15 case analysis"? 11:41:50

16 A. I decline to answer based on the privilege 11:41:53
17 provided to me by the Fifth Amendment of the U.S. 11:41:53
18 Constitution. 11:41:53

19 Q. Mr. Phillips, did you ever negotiate the 11:41:57
20 terms of a post employment contract with the NRA? 11:42:05

21 MS. EISENBERG (VIA ZOOM): Objection; 11:42:09
22 form. 11:42:10

23 A. I decline to answer based on the privilege 11:42:10
24 provided to me by the Fifth Amendment of the U.S. 11:42:10
25 Constitution. 11:42:15

1 Q. This contract indicates that it goes into 11:42:17
2 effect December 31, 2018, but it was executed 11:42:22
3 several months earlier in May. Why is that? 11:42:25

4 MS. EISENBERG (VIA ZOOM): Object to 11:42:29
5 form. 11:42:30

6 A. I decline to answer based on the privilege 11:42:30
7 provided to me by the Fifth Amendment of the U.S. 11:42:30
8 Constitution. 11:42:30

9 Q. If you look at page 1 of the contract 11:42:36
10 under number 1, sub number -- sub heading (b), and 11:42:41
11 then Roman Numeral II, it says, Consultant will 11:42:48
12 coordinate activities with NRA's executive vice 11:42:54
13 president, treasurer and CFO, and executive 11:42:57
14 director, office of advancement to build and 11:43:01
15 maintain relationships with gift -- major gift 11:43:05
16 donors, identify, cultivate relationships with 11:43:08
17 fundraising partners, and identify prospective high 11:43:11
18 net worth individuals to solicit for major gifts. 11:43:15
19 Consultant will communicate periodically with NRA 11:43:19
20 employees, officers, board members, and others as 11:43:22
21 deemed necessary in the performance of stated 11:43:25
22 services. 11:43:28

23 Do you see that paragraph, sir? 11:43:28

24 A. I do. 11:43:31

25 Q. Okay. Did you -- when it uses the term 11:43:32

1 "consultant," do you know whether -- strike that. 11:43:37
2 I'm sorry. 11:43:41
3 Did you provide any of these services 11:43:42
4 listed in this paragraph? 11:43:44
5 A. I decline to answer -- 11:43:52
6 MS. EISENBERG (VIA ZOOM): Objection; 11:43:52
7 form. 11:43:53
8 A. -- based on the privilege provided to me 11:43:53
9 by the Fifth Amendment of the U.S. Constitution. 11:43:54
10 Q. Did you ever provide an invoice to the NRA 11:43:54
11 reflecting performance of duties -- these duties 11:43:58
12 after you retired from NRA? 11:44:02
13 A. I decline to answer -- 11:44:04
14 MS. EISENBERG (VIA ZOOM): Object to 11:44:05
15 form. 11:44:06
16 A. -- based on privilege provided to me by 11:44:06
17 the Fifth Amendment of the U.S. Constitution. 11:44:08
18 Q. To your knowledge, was Mr. LaPierre aware 11:44:10
19 of this contract? 11:44:15
20 A. I decline to answer based on the privilege 11:44:19
21 provided to me by the Fifth Amendment of the U.S. 11:44:19
22 Constitution. 11:44:19
23 Q. Was Mr. Spray aware of this contract? 11:44:28
24 A. I decline to answer based on the privilege 11:44:31
25 provided to me by the Fifth Amendment of the U.S. 11:44:31

1 Constitution. 11:44:31

2 Q. Were you ever paid for services performed 11:44:37

3 under this contract? 11:44:39

4 A. I decline to answer based on the privilege 11:44:40

5 provided to me by the Fifth Amendment of the U.S. 11:44:40

6 Constitution. 11:44:41

7 Q. I would like to look at, if we go back 11:44:49

8 now, to Exhibit A. If you go back to your Marked 11:44:51

9 Exhibits folder. 11:44:57

10 A. We're now leaving Exhibit B? 11:45:00

11 Q. We're now leaving Exhibit B, yes. 11:45:02

12 MS. CONNELL (VIA ZOOM): Jonathan, it 11:45:07

13 the Exhibit A the first one or the second one that 11:45:08

14 we're looking at? It's the 1231. 11:45:10

15 Q. I think if you look at the first 11:45:19

16 Exhibit A. 11:45:21

17 A. I'm having trouble navigating back there. 11:45:22

18 Okay. I have it. I have something that's -- a 11:45:29

19 document says Exhibit A in the little yellow box, 11:45:33

20 right. 11:45:37

21 Q. Can you open it up? 11:45:38

22 A. Yes. 11:45:44

23 Q. Could you please go to page 151. 11:45:44

24 A. Is there a go-to method or do I have to 11:45:56

25 scroll? 11:45:59

Page 58

1	A. Yes.	16:44:44
2	MS. EISENBERG (VIA ZOOM): Let's pull	16:44:49
3	up the 2014, 990.	16:44:50
4	MR. CICILIANO (VIA ZOOM): I'm not	16:45:07
5	sure I have the 2014. Oh, yeah, sorry about that.	16:45:07
6	MS. EISENBERG (VIA ZOOM): Thank you.	16:45:13
7	Q. Mr. Phillips, showing you what's marked as	16:45:28
8	Debtors' Exhibit 3 -- 4 -- so for the record we'll	16:45:31
9	make the answer 2 and we'll make this 4 -- 3.	16:45:40
10	What is Debtors' Exhibit 3?	16:45:53
11	(Exhibit 3 marked.)	16:45:55
12	A. It's the 2014 Form 990.	16:45:55
13	Q. For the NRA?	16:45:59
14	A. For the -- yes, for the NRA.	16:46:00
15	Q. Directing your attention to the signature	16:46:04
16	in the bottom left corner where it says, Sign here.	16:46:07
17	Do you see there is a signature next to the words	16:46:12
18	sign here?	16:46:14
19	A. I do.	16:46:15
20	Q. And states your name in typed letters	16:46:16
21	Wilson H. Phillips, Jr.	16:46:20
22	Do you see that?	16:46:25
23	A. I do.	16:46:25
24	Q. Is that your signature that appears right	16:46:25
25	above those words?	16:46:27

Page 251

1	A. Yes, it is.	16:46:28
2	Q. Directing your attention to typed text	16:46:31
3	right above the signature, it states, Under	16:46:34
4	penalties of perjury, I declare that I have examined	16:46:38
5	this return, including accompanying schedules and	16:46:42
6	statements, and to the best of my knowledge and	16:46:46
7	belief, it is the correct and complete -- I'm sorry.	16:46:50
8	I'm having difficulty seeing it. And to the best of	16:46:58
9	my ability, it is true, correct and complete.	16:47:02
10	Do you see that?	16:47:05
11	A. I do, yes.	16:47:07
12	Q. Mr. Phillips, when you signed this Form	16:47:08
13	990, was it, in fact, true that the document was to	16:47:14
14	the best of your knowledge true?	16:47:19
15	A. I decline to answer based on the privilege	16:47:27
16	provided to me by the Fifth Amendment.	16:47:36
17	Q. When you signed this document, was it	16:47:36
18	correct?	16:47:39
19	A. I decline to answer based on the privilege	16:47:42
20	provided to me by the Fifth Amendment.	16:47:46
21	Q. When you signed this document, was it	16:47:46
22	complete?	16:47:48
23	A. I decline to answer based on the privilege	16:47:49
24	provided to me by the Fifth Amendment.	16:47:51
25	Q. Let's take a look at the Form 990 for	16:47:53

1	A. Yes, it is.	16:46:28
2	Q. Directing your attention to typed text	16:46:31
3	right above the signature, it states, Under	16:46:34
4	penalties of perjury, I declare that I have examined	16:46:38
5	this return, including accompanying schedules and	16:46:42
6	statements, and to the best of my knowledge and	16:46:46
7	belief, it is the correct and complete -- I'm sorry.	16:46:50
8	I'm having difficulty seeing it. And to the best of	16:46:58
9	my ability, it is true, correct and complete.	16:47:02
10	Do you see that?	16:47:05
11	A. I do, yes.	16:47:07
12	Q. Mr. Phillips, when you signed this Form	16:47:08
13	990, was it, in fact, true that the document was to	16:47:14
14	the best of your knowledge true?	16:47:19
15	A. I decline to answer based on the privilege	16:47:27
16	provided to me by the Fifth Amendment.	16:47:36
17	Q. When you signed this document, was it	16:47:36
18	correct?	16:47:39
19	A. I decline to answer based on the privilege	16:47:42
20	provided to me by the Fifth Amendment.	16:47:46
21	Q. When you signed this document, was it	16:47:46
22	complete?	16:47:48
23	A. I decline to answer based on the privilege	16:47:49
24	provided to me by the Fifth Amendment.	16:47:51
25	Q. Let's take a look at the Form 990 for	16:47:53

1 2015. Mr. Phillips, showing you Debtors' Exhibit 4, 16:47:59
2 what is it? 16:48:20
3 (Exhibit 4 marked.) 16:48:21
4 A. Form 990 for the year 2015. 16:48:22
5 Q. For what organization? 16:48:26
6 A. For The National Rifle Association. 16:48:28
7 Q. Do you see your signature at the bottom of 16:48:35
8 the page? 16:48:37
9 A. I do. 16:48:38
10 Q. It appears right above your name Wilson H. 16:48:40
11 Phillips, Jr., correct? 16:48:44
12 A. Yes. 16:48:44
13 Q. Directing your attention to the text right 16:48:45
14 above your signature, it appears to contain language 16:48:47
15 that's similar, if not identical, to the one we just 16:48:53
16 read. 16:48:56
17 A. Correct. 16:48:57
18 Q. When you signed this Form 990, Debtors' 16:48:58
19 Exhibit 4, was it to the best of your knowledge 16:49:03
20 true? 16:49:07
21 A. I decline to answer based on the privilege 16:49:09
22 provided to me by the Fifth Amendment. 16:49:13
23 Q. When you signed it, was it to the best of 16:49:13
24 your knowledge correct? 16:49:16
25 A. I decline to answer based on the privilege 16:49:17

Page 253

1 provided to me by the Fifth Amendment. 16:49:22

2 Q. When you signed this Form 990, was it to 16:49:22
3 the best of your knowledge complete? 16:49:25

4 A. I decline to answer based on the privilege 16:49:28
5 provided to me by the Fifth Amendment. 16:49:28

6 Q. Let's take a look at the Form 990 for 16:49:32
7 2016. Showing you what we'll mark for 16:49:36
8 identification as Debtors' Exhibit 5. 16:49:52

9 Mr. Phillips what is Debtors' Exhibit 5? 16:49:56
10 (Exhibit 5 marked.) 16:49:59

11 A. It's the Form 990 for The National Rifle 16:49:59
12 Association for the year 2016. 16:50:03

13 Q. Do you see your signature on the first 16:50:06
14 page of Debtors' Exhibit 5? 16:50:08

15 A. I do. 16:50:10

16 Q. And like the exhibit we just looked at, it 16:50:13
17 appears near your name that's typed, Wilson H. 16:50:17
18 Phillips, correct? 16:50:24

19 A. Yes. 16:50:25

20 Q. When you signed this Form 990, Debtors' 16:50:25
21 Exhibit 5, was it to the best of your knowledge and 16:50:29
22 belief true? 16:50:34

23 A. I decline to answer based on the privilege 16:50:36
24 provided to me by the Fifth Amendment. 16:50:38

25 Q. When you signed this Form 990, Debtors' 16:50:40

1 provided to me by the Fifth Amendment. 16:49:22

2 Q. When you signed this Form 990, was it to 16:49:22
3 the best of your knowledge complete? 16:49:25

4 A. I decline to answer based on the privilege 16:49:28
5 provided to me by the Fifth Amendment. 16:49:28

6 Q. Let's take a look at the Form 990 for 16:49:32
7 2016. Showing you what we'll mark for 16:49:36
8 identification as Debtors' Exhibit 5. 16:49:52

9 Mr. Phillips what is Debtors' Exhibit 5? 16:49:56

10 (Exhibit 5 marked.) 16:49:59

11 A. It's the Form 990 for The National Rifle 16:49:59
12 Association for the year 2016. 16:50:03

13 Q. Do you see your signature on the first 16:50:06
14 page of Debtors' Exhibit 5? 16:50:08

15 A. I do. 16:50:10

16 Q. And like the exhibit we just looked at, it 16:50:13
17 appears near your name that's typed, Wilson H. 16:50:17
18 Phillips, correct? 16:50:24

19 A. Yes. 16:50:25

20 Q. When you signed this Form 990, Debtors' 16:50:25
21 Exhibit 5, was it to the best of your knowledge and 16:50:29
22 belief true? 16:50:34

23 A. I decline to answer based on the privilege 16:50:36
24 provided to me by the Fifth Amendment. 16:50:38

25 Q. When you signed this Form 990, Debtors' 16:50:40

1 Exhibit 5, was it to the best of your knowledge and 16:50:44
2 belief correct? 16:50:47

3 A. I decline to answer based on the privilege 16:50:52
4 provided to me by the Fifth Amendment. 16:50:53

5 Q. When you signed this Form 990, Debtors' 16:50:58
6 Exhibit 5, was it to the best of your knowledge and 16:51:00
7 belief complete? 16:51:04

8 A. I decline to answer based on the privilege 16:51:07
9 provided to me by the Fifth Amendment. 16:51:08

10 Q. Let's take a look at the Form 990 for 16:51:12
11 2017. I apologize. I misspoke. 16:51:17

12 Let's take a look at the questionnaire for 16:51:52
13 2015. Mr. Phillips, showing you what we'll mark as 16:51:55
14 Debtor's Exhibit 6 for identification. 16:52:13

15 Do you have a document in front of you 16:52:18
16 that says National Rifle Association Financial 16:52:20
17 Disclosure Questionnaire 2016 at the top? 16:52:22

18 (Exhibit 6 marked.) 16:52:26

19 A. I do. 16:52:26

20 Q. And it's a four-page document; is that 16:52:27
21 fair? We can scroll through to allow the witness to 16:52:32
22 review it. 16:52:35

23 MR. WERNER (VIA ZOOM): Well, if 16:52:37
24 you're going to scroll it so that he can tell it's 16:52:38
25 four pages, that's fine. But you're going to have to 16:52:41

Page 255

1 Exhibit 5, was it to the best of your knowledge and 16:50:44
2 belief correct? 16:50:47

3 A. I decline to answer based on the privilege 16:50:52
4 provided to me by the Fifth Amendment. 16:50:53

5 Q. When you signed this Form 990, Debtors' 16:50:58
6 Exhibit 5, was it to the best of your knowledge and 16:51:00
7 belief complete? 16:51:04

8 A. I decline to answer based on the privilege 16:51:07
9 provided to me by the Fifth Amendment. 16:51:08

10 Q. Let's take a look at the Form 990 for 16:51:12
11 2017. I apologize. I misspoke. 16:51:17

12 Let's take a look at the questionnaire for 16:51:52
13 2015. Mr. Phillips, showing you what we'll mark as 16:51:55
14 Debtor's Exhibit 6 for identification. 16:52:13

15 Do you have a document in front of you 16:52:18
16 that says National Rifle Association Financial 16:52:20
17 Disclosure Questionnaire 2016 at the top? 16:52:22

18 (Exhibit 6 marked.) 16:52:26

19 A. I do. 16:52:26

20 Q. And it's a four-page document; is that 16:52:27
21 fair? We can scroll through to allow the witness to 16:52:32
22 review it. 16:52:35

23 MR. WERNER (VIA ZOOM): Well, if 16:52:37
24 you're going to scroll it so that he can tell it's 16:52:38
25 four pages, that's fine. But you're going to have to 16:52:41

Page 255

1 take time to read it if you really want to question 16:52:45
2 him about the contents. 16:52:47
3 Q. Absolutely. Take as much time as you 16:52:48
4 need. 16:52:52
5 MR. WERBNER (VIA ZOOM): Put it back 16:52:53
6 on page 1 and he'll start reading. 16:52:55
7 MS. EISENBERG (VIA ZOOM): Okay. 16:52:57
8 Thank you so much. 16:52:58
9 A. (Reviewed document.) You can move. Hold 16:53:07
10 on. Hold on. One second. Can you go back down 16:53:31
11 just a little bit. Yeah, that way. Am I reading 16:53:43
12 that wrong? Okay. Let's move on. 16:54:01
13 MR. WERBNER (VIA ZOOM): It's pretty 16:54:24
14 hard to read. 16:54:26
15 A. Move it down just a little bit. I'm 16:54:29
16 sorry. 16:54:29
17 MR. CICILIANO (VIA ZOOM): Do you need 16:54:34
18 it bigger? 16:54:34
19 THE WITNESS (VIA ZOOM): That's good 16:54:34
20 there size-wise. 16:54:35
21 A. I have to get the first part of the 16:54:41
22 question too. Okay. Okay. Move on. Okay. We're 16:54:42
23 going to 4. Okay. Move to 7. Okay. 10. Okay. 16:55:25
24 Q. Let's pause on the last page of Debtors' 16:56:30
25 Exhibit 6 where it says, Print name, Wilson H. 16:56:34

Page 256

1 Phillips, Jr. Do you see that? 16:56:42

2 A. I do. 16:56:43

3 Q. And right above that there is a signature. 16:56:43

4 Is that your signature? 16:56:45

5 A. Yes. 16:56:46

6 Q. Right above the signature it states, By my 16:56:48

7 signature below, I affirm that my answers are true 16:56:51

8 and correct to the best of my knowledge. 16:56:53

9 Mr. Phillips, when you signed Debtors' 16:56:56

10 Exhibit 6, did you believe that the answers that you 16:56:59

11 provided to the NRA were, in fact, true to the best 16:57:04

12 of your knowledge? 16:57:07

13 A. I decline to answer based on the privilege 16:57:08

14 provided to me by the Fifth Amendment. 16:57:09

15 Q. When you signed Debtors' Exhibit 6, were 16:57:13

16 the answers in Debtors' Exhibit 6 correct to the 16:57:19

17 best of your knowledge? 16:57:25

18 A. I decline to answer based on the privilege 16:57:27

19 provided to me by the Fifth Amendment. 16:57:28

20 Q. Let's take a look at the questionnaire for 16:57:32

21 2016. Showing you a document with the title of 16:57:37

22 National Rifle Association Financial Disclosure 16:57:59

23 Questionnaire 2016. 16:58:01

24 Can you see it on your screen, sir? 16:58:02

25 A. I can. 16:58:05

Page 257

1 Q. I would like to ask you questions that are 16:58:08
2 similar to those that I asked with regard to 16:58:14
3 Debtors' Exhibit 6. And I would like to give you an 16:58:17
4 opportunity to review it in its entirety. 16:58:21

5 Perhaps, though, we can start at the end 16:58:26
6 of the document and then scroll through it as 16:58:29
7 necessary. 16:58:36

8 I apologize. We just pulled up the same 16:58:36
9 document. Let's take a look at the questionnaire 16:58:41
10 for 2017. So we'll mark this document, National 16:58:44
11 Rifle Association Financial Disclosure Questionnaire 16:59:05
12 2017 as Debtors' 7. 16:59:07

13 Mr. Phillips, can you see it on your 16:59:12
14 screen? It's a document entitled National Rifle 16:59:14
15 Association Financial Disclosure Questionnaire 2017. 16:59:16

16 (Exhibit 7 marked.) 16:59:20

17 A. Yes, I can see it. 16:59:20

18 Q. What is it? 16:59:24

19 A. It's what you just said, it's the 16:59:26
20 disclosure financial for 2017. 16:59:28

21 Q. Let's take a look at the last page of the 16:59:34
22 document. Directing your attention to the lower 16:59:36
23 left corner, page 4 of Debtors' Exhibit 7, where it 16:59:46
24 says, Wilson Phillips right above. 16:59:51

25 Is that your signature, Mr. Phillips? 16:59:54

1 A. Are you sure you're on the same one? That 16:59:56
2 signature looks just like the last one we looked at. 17:00:02
3 Q. Okay. We will sort it out and come back 17:00:07
4 to that. 17:00:10
5 A. Look at the date, 2017. 17:00:11
6 Q. Right. I do -- directing your attention 17:00:19
7 to the bullets right above your signature. 17:00:23
8 A. Yeah. 17:00:26
9 Q. Do you see where it says, My answers are 17:00:27
10 true and correct to the best of my knowledge? 17:00:29
11 A. I do. 17:00:32
12 Q. When you said that this looks just like 17:00:36
13 the one we were looking at, do you know if this is 17:00:40
14 another form that was signed in 2016? 17:00:48
15 A. I'm sorry. I thought we just did 2016. 17:00:56
16 We were now looking for 2017. 17:01:00
17 Q. Do you remember when you signed this 17:01:08
18 document? 17:01:10
19 A. I'm just talking about just a few minutes 17:01:10
20 ago. 17:01:13
21 Q. You believe this to be the same document 17:01:19
22 that we just looked at a moment ago? 17:01:21
23 A. I do. I think it's a technical problem, 17:01:23
24 not a question of when it was filed. 17:01:27
25 Q. Sure. 17:01:31

Page 259

1 MS. EISENBERG (VIA ZOOM): 17:01:34
2 Mr. Ciciliano, is it possible to look at 6 and 7 side 17:01:34
3 by side? 17:01:39
4 MR. CICILIANO (VIA ZOOM): No. I 17:01:57
5 don't believe you can get them side by side. I think 17:01:58
6 you can get them one at a time. 17:02:00
7 MS. EISENBERG (VIA ZOOM): Okay. 17:02:02
8 Q. Well, let's just go back to 6 if you don't 17:02:04
9 mind. Showing you Debtors' Exhibit 6 again. 17:02:05
10 Do you have that document in front of you? 17:02:25
11 A. I do. 17:02:27
12 Q. And it says, National Rifle Association 17:02:29
13 Financial Disclosure Questionnaire 2016 at the top 17:02:31
14 of the first page, correct? 17:02:35
15 A. Yes. 17:02:36
16 Q. Let's look at the last page if you don't 17:02:37
17 mind. Is the date on the last page March 1, 2016? 17:02:40
18 A. Correct. 17:02:47
19 Q. When did you sign this document? 17:02:50
20 A. Looks like I signed it on March 1, 2016. 17:02:56
21 Q. Let's now take a look at Debtors' 17:03:01
22 Exhibit 7. Directing your attention to the last 17:03:04
23 page of Debtors' Exhibit 7. 17:03:22
24 Is the date on this questionnaire 17:03:26
25 December 15, 2016? 17:03:31

Page 260

1	A. Yes.	17:03:35
2	Q. When did you sign Debtors' Exhibit 7?	17:03:36
3	A. That's what I dated it.	17:03:43
4	Q. Do you know if you signed it on the date	17:03:48
5	that you dated it?	17:03:50
6	A. I would think so.	17:03:53
7	Q. Does it appear, Mr. Phillips, that you	17:03:56
8	signed two questionnaires in 2016?	17:04:01
9	A. It's possible.	17:04:05
10	Q. Do you have any reason to believe that you	17:04:14
11	did not?	17:04:16
12	A. No.	17:04:16
13	Q. I would like to ask you about the bulleted	17:04:20
14	statements that appear right above your signature on	17:04:24
15	the fourth page of Debtors' Exhibit 7.	17:04:27
16	Would you like to review the document	17:04:30
17	before we go through those statements?	17:04:33
18	MR. WERNER (VIA ZOOM): I don't think	17:04:40
19	that's going to be necessary. Why don't you submit	17:04:40
20	your question and we'll see.	17:04:43
21	MS. EISENBERG (VIA ZOOM): Certainly.	17:04:44
22	Q. And if at any time you would like to do	17:04:45
23	so, please let us know, Mr. Phillips.	17:04:47
24	Mr. Phillips, when you signed this	17:04:49
25	document on or about December 15, 2016, were your	17:04:50

1	answers true to the best of your knowledge?	17:04:56
2	A. I decline to answer based on the privilege	17:04:59
3	provided to me by the Fifth Amendment.	17:05:02
4	Q. When you signed this questionnaire, were	17:05:05
5	the answers correct to the best of your knowledge?	17:05:08
6	A. I decline to answer based on the privilege	17:05:12
7	provided to me by the Fifth Amendment.	17:05:13
8	Q. Next it states, I have received a copy of	17:05:19
9	the NRA's conflict of interest and related party	17:05:22
10	transaction policy.	17:05:24
11	Do you see that statement?	17:05:26
12	A. I do.	17:05:30
13	Q. Was that a true statement?	17:05:32
14	A. I decline to answer based on the privilege	17:05:34
15	provided to me by the Fifth Amendment.	17:05:35
16	Q. Next it states, I have read and understand	17:05:41
17	that policy and agree to comply with it.	17:05:43
18	Do you see that?	17:05:46
19	A. I decline to answer based on the privilege	17:05:50
20	provided to me by the Fifth Amendment to the U.S.	17:05:50
21	Constitution.	17:05:57
22	Q. The question was if you see language that	17:05:57
23	states, I have read and understand the policy and	17:06:00
24	agree to comply with it.	17:06:02
25	A. Yes, I do.	17:06:03

1 Q. Thank you. When you signed this 17:06:05
2 questionnaire on or about December 15, 2016, was it, 17:06:08
3 in fact, the case that you had read the NRA's 17:06:14
4 conflict of interest and related party transaction 17:06:18
5 policy? 17:06:20

6 A. I decline to answer based on the privilege 17:06:22
7 provided to me by the Fifth Amendment. 17:06:25

8 Q. When you signed it on December 15, 2016, 17:06:25
9 on or about that date, was it, in fact, true that 17:06:32
10 you were agreeing to comply with the NRA's conflict 17:06:36
11 of interest and related party transaction policy? 17:06:40

12 A. I decline to answer based on the privilege 17:06:45
13 provided to me by the Fifth Amendment. 17:06:45

14 Q. Let's take a look at the questionnaire for 17:06:49
15 2018 which we will mark as Debtors' 8. 17:06:51

16 Mr. Phillips, showing you Debtors' 8. Do 17:07:11
17 you have it on the screen in the front of you? 17:07:15

18 (Exhibit 8 marked.) 17:06:58

19 A. I don't see it identified that way, but I 17:07:20
20 see it's questionnaire for 2018. 17:07:22

21 Q. Fair point. It states, National Rifle 17:07:26
22 Association Financial Disclosure Questionnaire 2018, 17:07:29
23 correct? 17:07:32

24 A. Correct. 17:07:32

25 Q. Is your name written right above those 17:07:34

1 Q. Thank you. When you signed this 17:06:05
2 questionnaire on or about December 15, 2016, was it, 17:06:08
3 in fact, the case that you had read the NRA's 17:06:14
4 conflict of interest and related party transaction 17:06:18
5 policy? 17:06:20

6 A. I decline to answer based on the privilege 17:06:22
7 provided to me by the Fifth Amendment. 17:06:25

8 Q. When you signed it on December 15, 2016, 17:06:25
9 on or about that date, was it, in fact, true that 17:06:32
10 you were agreeing to comply with the NRA's conflict 17:06:36
11 of interest and related party transaction policy? 17:06:40

12 A. I decline to answer based on the privilege 17:06:45
13 provided to me by the Fifth Amendment. 17:06:45

14 Q. Let's take a look at the questionnaire for 17:06:49
15 2018 which we will mark as Debtors' 8. 17:06:51

16 Mr. Phillips, showing you Debtors' 8. Do 17:07:11
17 you have it on the screen in the front of you? 17:07:15

18 (Exhibit 8 marked.) 17:06:58

19 A. I don't see it identified that way, but I 17:07:20
20 see it's questionnaire for 2018. 17:07:22

21 Q. Fair point. It states, National Rifle 17:07:26
22 Association Financial Disclosure Questionnaire 2018, 17:07:29
23 correct? 17:07:32

24 A. Correct. 17:07:32

25 Q. Is your name written right above those 17:07:34

1 words? 17:07:37

2 A. Yes. 17:07:37

3 Q. I would like to show you I believe the 17:07:40

4 penultimate page of this document. Directing your 17:07:44

5 attention to page 4 of Debtors' Exhibit 8, is the 17:07:52

6 signature in the bottom left corner of that page 17:08:01

7 your signature, Mr. Phillips? 17:08:04

8 A. It's my signature. 17:08:07

9 Q. And it appears right above the words in 17:08:10

10 handwritten Wilson Phillips, correct? 17:08:14

11 A. Correct. 17:08:17

12 Q. When did you sign this questionnaire, 17:08:19

13 Debtors' Exhibit 8? 17:08:22

14 A. I decline to answer based on the privilege 17:08:26

15 provided to me by the Fifth Amendment. 17:08:32

16 Q. When you signed this document, Debtors' 17:08:32

17 Exhibit 8, were your answers true to the best of 17:08:40

18 your knowledge? 17:08:43

19 A. I decline to answer based on the privilege 17:08:47

20 provided to me by the Fifth Amendment. 17:08:48

21 Q. Were your answers correct to the best of 17:08:49

22 your knowledge? 17:08:52

23 A. I decline to answer based on the privilege 17:08:52

24 provided to me by the Fifth Amendment. 17:08:55

25 Q. Let's take a look at the January 2019 17:09:03

Page 264

1 words? 17:07:37

2 A. Yes. 17:07:37

3 Q. I would like to show you I believe the 17:07:40

4 penultimate page of this document. Directing your 17:07:44

5 attention to page 4 of Debtors' Exhibit 8, is the 17:07:52

6 signature in the bottom left corner of that page 17:08:01

7 your signature, Mr. Phillips? 17:08:04

8 A. It's my signature. 17:08:07

9 Q. And it appears right above the words in 17:08:10

10 handwritten Wilson Phillips, correct? 17:08:14

11 A. Correct. 17:08:17

12 Q. When did you sign this questionnaire, 17:08:19

13 Debtors' Exhibit 8? 17:08:22

14 A. I decline to answer based on the privilege 17:08:26

15 provided to me by the Fifth Amendment. 17:08:32

16 Q. When you signed this document, Debtors' 17:08:32

17 Exhibit 8, were your answers true to the best of 17:08:40

18 your knowledge? 17:08:43

19 A. I decline to answer based on the privilege 17:08:47

20 provided to me by the Fifth Amendment. 17:08:48

21 Q. Were your answers correct to the best of 17:08:49

22 your knowledge? 17:08:52

23 A. I decline to answer based on the privilege 17:08:52

24 provided to me by the Fifth Amendment. 17:08:55

25 Q. Let's take a look at the January 2019 17:09:03

Page 264

1 questionnaire. I am showing you a document that 17:09:06
2 states, National Rifle Association Financial 17:09:19
3 Disclosure Questionnaire. 17:09:21
4 Do you see that? 17:09:23
5 (Exhibit 9 marked.) 17:09:24
6 A. I do. 17:09:24
7 Q. Does -- do words Wilson H. Phillips, Jr., 17:09:25
8 appear in the top right corner on the first page of 17:09:31
9 the document? 17:09:34
10 A. Yes. 17:09:35
11 Q. If we can take a look at the penultimate 17:09:37
12 page of this document which we'll mark as 17:09:41
13 Debtors' 9. 17:09:46
14 Mr. Phillips, is that your signature on 17:09:50
15 page 4 of Debtors' Exhibit 9? 17:09:55
16 A. Yes, it's my signature. 17:09:58
17 Q. When did you sign this document? 17:10:08
18 A. I decline to answer based on the privilege 17:10:11
19 provided to me by the Fifth Amendment. 17:10:13
20 Q. When you signed this document, were your 17:10:17
21 answers true and correct to the best of your 17:10:21
22 knowledge? 17:10:23
23 A. I decline to answer based on the privilege 17:10:24
24 provided to me by the Fifth Amendment of the U.S. 17:10:33
25 Constitution. 17:10:34

Page 265

1 Q. When you signed this document, were the 17:10:34
2 answers you provided correct to the best of your 17:10:39
3 knowledge? 17:10:40

4 A. I decline to answer based on the privilege 17:10:43
5 provided to me by the Fifth Amendment. 17:10:46

6 Q. The first bullet states also after the 17:10:46
7 comma, quote, And I will inform the Secretary's 17:10:51
8 Office if any of my answers change, closed quote. 17:10:55

9 Do you see that language? 17:11:00

10 A. I do. 17:11:02

11 Q. Did you understand when you signed this 17:11:07
12 document that you made this representation? 17:11:10

13 A. I decline to answer based on the privilege 17:11:19
14 provided to me by the Fifth Amendment. 17:11:23

15 Q. Let's take a look at the management rep 17:11:23
16 letter for 2015. Mr. Phillips, I'm showing you a 17:11:28
17 document that is a five-page document. It's dated 17:12:00
18 March 8, 2016, and it is addressed to RSM US LLP. 17:12:07

19 Do you have it in front of you? 17:12:14

20 A. I do. 17:12:15

21 Q. And for purposes of keeping track we'll 17:12:16
22 mark it as Debtor's Exhibit 9. 17:12:18

23 What is this document, Debtors' Exhibit 9? 17:12:22

24 A. It's a representation letter to the 17:12:28
25 outside auditors in connection with their audit. 17:12:30

1 Q. When you signed this document, were the 17:10:34
2 answers you provided correct to the best of your 17:10:39
3 knowledge? 17:10:40

4 A. I decline to answer based on the privilege 17:10:43
5 provided to me by the Fifth Amendment. 17:10:46

6 Q. The first bullet states also after the 17:10:46
7 comma, quote, And I will inform the Secretary's 17:10:51
8 Office if any of my answers change, closed quote. 17:10:55

9 Do you see that language? 17:11:00

10 A. I do. 17:11:02

11 Q. Did you understand when you signed this 17:11:07
12 document that you made this representation? 17:11:10

13 A. I decline to answer based on the privilege 17:11:19
14 provided to me by the Fifth Amendment. 17:11:23

15 Q. Let's take a look at the management rep 17:11:23
16 letter for 2015. Mr. Phillips, I'm showing you a 17:11:28
17 document that is a five-page document. It's dated 17:12:00
18 March 8, 2016, and it is addressed to RSM US LLP. 17:12:07

19 Do you have it in front of you? 17:12:14

20 A. I do. 17:12:15

21 Q. And for purposes of keeping track we'll 17:12:16
22 mark it as Debtor's Exhibit 9. 17:12:18

23 What is this document, Debtors' Exhibit 9? 17:12:22

24 A. It's a representation letter to the 17:12:28
25 outside auditors in connection with their audit. 17:12:30

1 Q. What is the purpose of this letter? 17:12:36

2 A. To show -- to indicate that they believe 17:12:39

3 what they provided was accurate. 17:12:45

4 Q. And when you say "they," who are you 17:12:48

5 referring to? 17:12:50

6 A. The clients. 17:12:51

7 Q. Sorry. Who? 17:12:58

8 A. The clients of the firm. 17:12:59

9 Q. And by the firm you mean RSM, correct? 17:13:01

10 A. Yes, I do. 17:13:04

11 Q. Okay. Let's take a look at the last two 17:13:05

12 pages of Debtors' Exhibit 9. 17:13:08

13 Does your signature appear on page 4 of 17:13:14

14 this letter to RSM? 17:13:20

15 A. It does. 17:13:23

16 Q. And is it right above the words Wilson H. 17:13:26

17 Phillips, Jr.? 17:13:31

18 A. Yes. 17:13:35

19 Q. Let's scroll down -- let's go up to the 17:13:36

20 first page. Directing your attention to the text 17:13:58

21 right below financial statements, the text that 17:14:07

22 appears in bold. There is a list of numbered 17:14:11

23 representations 1 through 7. 17:14:15

24 Do you see that? 17:14:20

25 A. I do. 17:14:20

Page 267

1 Q. The first statement states, We have 17:14:24
2 fulfilled our responsibilities as set out in the 17:14:26
3 terms of the audit arrangement letter, dated 17:14:30
4 October 23, 2015, for the preparation and fair 17:14:34
5 presentation of the financial statements referred to 17:14:40
6 above in accordance with the US GAAP. 17:14:43

7 Do you see that? 17:14:49

8 A. I do. 17:14:49

9 Q. The word "we," does that refer to you, 17:14:54
10 among others? 17:14:57

11 A. Yes. 17:14:59

12 Q. When you signed Debtors' Exhibit 9, had 17:15:01
13 you fulfilled your responsibilities as set out in 17:15:06
14 the terms of the audit arrangement letter that's 17:15:11
15 referenced in this paragraph? 17:15:16

16 A. I decline to answer based on the privilege 17:15:19
17 provided to me by the Fifth Amendment. 17:15:21

18 Q. Directing your attention to page 3 of the 17:15:37
19 letter. Directing your attention to statement 17:15:40
20 numbered 11. It states, All transactions have been 17:15:56
21 recorded in the accounting records and are reflected 17:16:00
22 in the financial statements. 17:16:05

23 Do you see that? 17:16:07

24 A. I do. 17:16:10

25 Q. To the best of your knowledge and belief, 17:16:13

1 when you signed Debtors' Exhibit 9, had all 17:16:15
2 transactions been recorded in the accounting 17:16:21
3 records? 17:16:25

4 A. I decline to answer based on the privilege 17:16:26
5 provided to me by the Fifth Amendment. 17:16:28

6 Q. Went you signed Debtors' Exhibit 9, had 17:16:31
7 all transactions been reflected in the financial 17:16:35
8 statements? 17:16:39

9 A. I decline to answer based on the privilege 17:16:43
10 provided to me by the Fifth Amendment. 17:16:44

11 Q. Directing your attention to paragraph 14, 17:16:53
12 which appears towards the bottom of the page, it 17:16:56
13 states, We have no knowledge of any allegations of 17:16:59
14 fraud or suspected fraud affecting the NRA's 17:17:02
15 financial statements received in communications from 17:17:05
16 employees, former employees, regulators or others. 17:17:09

17 Do you see that language? 17:17:14

18 A. I do. 17:17:16

19 Q. And again, the word "we," does that refer 17:17:19
20 to yourself, among others? 17:17:22

21 A. Yes. 17:17:24

22 Q. When you signed Debtors' Exhibit 9, is it 17:17:26
23 fair to say that you had no knowledge of any 17:17:29
24 allegations of fraud or suspected fraud affecting 17:17:32
25 the NRA's financial statements, whether they had 17:17:37

1	been received in communications from employees,	17:17:40
2	former employees, regulators or others?	17:17:43
3	A. I decline to answer based on the privilege	17:17:47
4	provided to me by the Fifth Amendment.	17:17:48
5	Q. Let's take a look at the letter for 2016.	17:17:53
6	Let's move on to the next exhibit.	17:17:58
7	A. This is 2016, though, right?	17:18:03
8	Q. Let's go back. I think that you are	17:18:05
9	making an important point. Some we're back to	17:18:09
10	Debtors' Exhibit 9 (sic).	17:18:22
11	So is it fair to say that the letter is	17:18:24
12	dated March 8, 2016?	17:18:28
13	A. Yes.	17:18:32
14	Q. And directing your attention to the first	17:18:34
15	full paragraph on the first page of Debtors'	17:18:37
16	Exhibit 9, does it state as follows, quote, This	17:18:43
17	representation letter is provided in connection with	17:18:48
18	your audits of the consolidated financial of	17:18:52
19	National Rifle Association of America and	17:18:55
20	affiliates, the NRA, which comprise the consolidated	17:18:58
21	statements of financial position as of December 31,	17:19:02
22	2015 and 2014, and the related consolidated	17:19:06
23	statements of activities and cash flow for the years	17:19:12
24	then ended, and the related notes to the	17:19:16
25	consolidated financial statements for the purpose of	17:19:19

Page 270

1	been received in communications from employees,	17:17:40
2	former employees, regulators or others?	17:17:43
3	A. I decline to answer based on the privilege	17:17:47
4	provided to me by the Fifth Amendment.	17:17:48
5	Q. Let's take a look at the letter for 2016.	17:17:53
6	Let's move on to the next exhibit.	17:17:58
7	A. This is 2016, though, right?	17:18:03
8	Q. Let's go back. I think that you are	17:18:05
9	making an important point. Some we're back to	17:18:09
10	Debtors' Exhibit 9 (sic).	17:18:22
11	So is it fair to say that the letter is	17:18:24
12	dated March 8, 2016?	17:18:28
13	A. Yes.	17:18:32
14	Q. And directing your attention to the first	17:18:34
15	full paragraph on the first page of Debtors'	17:18:37
16	Exhibit 9, does it state as follows, quote, This	17:18:43
17	representation letter is provided in connection with	17:18:48
18	your audits of the consolidated financial of	17:18:52
19	National Rifle Association of America and	17:18:55
20	affiliates, the NRA, which comprise the consolidated	17:18:58
21	statements of financial position as of December 31,	17:19:02
22	2015 and 2014, and the related consolidated	17:19:06
23	statements of activities and cash flow for the years	17:19:12
24	then ended, and the related notes to the	17:19:16
25	consolidated financial statements for the purpose of	17:19:19

Page 270

1 expressing an opinion on whether the consolidated 17:19:23
2 financial statements are presented fairly, in all 17:19:27
3 material respects, in accordance with accounting 17:19:30
4 principles generally accepted in the United States 17:19:32
5 of America (US GAAP). 17:19:36

6 Does Exhibit 9 say what I just said? 17:19:40

7 A. Yes. 17:19:43

8 Q. Can you explain the reference to 17:19:48
9 December 31, 2015, and December 31, 2014, in this 17:19:50
10 paragraph? 17:19:56

11 A. In the -- those are the two years under 17:19:58
12 audit. Actually '15 currently under audit. '14 was 17:20:03
13 showing the prior year by comparison. 17:20:10

14 Q. Thank you. So let's now go back to 17:20:14
15 Exhibit 10. Can you see Exhibit 10 which is a 17:20:18
16 March -- a letter dated March 8, 2017? 17:20:36

17 (Exhibit 10 marked.) 17:20:29

18 A. Yes. 17:20:39

19 Q. And what is Debtors' Exhibit 10? 17:20:40

20 A. It's a representation letter for audits 17:20:47
21 year for the year 2016 and comparable 2015. 17:20:53

22 Q. What is the difference between Debtors' 17:20:58
23 Exhibits 9 and 10? 17:21:01

24 A. The dates. 17:21:04

25 Q. Did you sign this letter, Debtors' 17:21:11

1 Exhibit 10? 17:21:16

2 MS. EISENBERG (VIA ZOOM): Dylan, 17:21:18

3 would be so kind as to please scroll down. 17:21:20

4 A. Go to the bottom. That's my signature. 17:21:22

5 Q. Is your signature -- by it's my signature, 17:21:31

6 are you referring to the signature in the top left 17:21:33

7 corner of page 4 of Debtors' Exhibit 10? 17:21:36

8 A. Right above my name. 17:21:38

9 Q. Thank you. Let's scroll up. 17:21:41

10 Mr. Phillips, directing your attention to 17:22:01

11 the numbered paragraph 1 on page 1 of Debtors' 17:22:03

12 Exhibit 10. Do you see where it states, We have 17:22:06

13 fulfilled our responsibilities as set out in the 17:22:08

14 terms of the audit arrangement letter, dated 17:22:11

15 October 12, 2016, for the preparation and fair 17:22:14

16 representation of the financial statements referred 17:22:20

17 to above in accordance with US GAAP. 17:22:21

18 Do you see that? 17:22:24

19 A. I'm still trying to find it. 17:22:25

20 Q. I'm so sorry. Let me slow down. 17:22:27

21 A. Okay. Now I have got it. Is that the 17:22:30

22 very first paragraph? 17:22:31

23 Q. It is. 17:22:32

24 A. I got a few steps behind you there. 17:22:34

25 Q. So let me go over it again just to make 17:22:40

Page 272

1 sure. Is it fair to say, Mr. Phillips, that the 17:22:43
2 first -- the paragraph that's numbered number 1 17:22:47
3 states as follows? 17:22:50

4 A. I was up on the first paragraph above, the 17:22:52
5 very first paragraph in the letter. 17:22:55

6 Q. Yes. I'm sorry I made it confusing. 17:22:58

7 So directing you to the paragraph that's 17:23:01
8 the first of the numbered paragraphs and appears 17:23:03
9 after 1. Do you agree that it states, quote, We 17:23:07
10 have fulfilled our responsibilities as set out in 17:23:13
11 the terms of the audit arrangement letter, dated 17:23:17
12 October 12, 2016, for the preparation and fair 17:23:19
13 presentation of the financial statements referred to 17:23:23
14 above in accordance with the US GAAP? 17:23:26

15 A. Yes. 17:23:29

16 Q. What is the audit arrangement letter dated 17:23:35
17 October 12, 2016? 17:23:35

18 A. There is the engagement letter that the 17:23:38
19 auditors sent at the beginning of the audit. 17:23:41

20 Q. When you signed this letter to RSM, had 17:23:47
21 you fulfilled your responsibilities as set out in 17:23:53
22 the terms of that audit arrangement letter? 17:23:58

23 A. I decline to answer based on the privilege 17:24:03
24 provided to me by the Fifth Amendment. 17:24:04

25 Q. Let's go to the second page. Directing 17:24:10

1 your attention to paragraph number 8 on page 2 of 17:24:28
2 Debtors' Exhibit 10. 17:24:35
3 Mr. Phillips, does it state quote, The 17:24:37
4 selection and application of accounting policies are 17:24:39
5 appropriate. Do you see that? 17:24:44
6 A. I do. 17:24:50
7 Q. I apologize. I couldn't hear you. Did 17:24:53
8 you say yes? 17:24:55
9 A. Yes. Yes. 17:24:56
10 Q. And the second sentence in paragraph 8 17:24:57
11 does it say, quote, We further represent the 17:25:01
12 following are properly presented and/or disclosed: 17:25:04
13 First, our tax status -- and then there is text 17:25:10
14 which I won't read by you are welcome to take as 17:25:16
15 much time as you like. 17:25:20
16 A. Keep going. 17:25:20
17 Q. B, releases of restricted net assets. C, 17:25:25
18 amounts held for others under agency, et cetera, 17:25:27
19 et cetera. 17:25:31
20 And then number 9, is it fair to say that 17:25:31
21 it states, We have no knowledge of any uncorrected 17:25:37
22 misstatements in the financial statements. 17:25:39
23 Do you see that? 17:25:42
24 A. Uh-huh. 17:25:42
25 Q. When you signed Debtors' Exhibit 10, is it 17:25:46

Page 274

1 fair to say that you had no knowledge of any 17:25:54
2 uncorrected misstatements in the financial 17:25:57
3 statements as referenced in paragraph 9? 17:26:00
4 A. I decline to answer based on the privilege 17:26:03
5 provided to me by the Fifth Amendment. 17:26:05
6 Q. When you signed this letter to RSM, was it 17:26:09
7 the case that the items listed in paragraph 8 were, 17:26:15
8 in fact, properly presented? 17:26:23
9 A. I decline to answer based on the privilege 17:26:27
10 provided to me by the Fifth Amendment. 17:26:29
11 Q. When you signed this letter to RSM, was 17:26:31
12 it, in fact, the case that the items listed in 17:26:34
13 paragraph 8 had been properly disclosed? 17:26:40
14 A. I decline to answer based on the privilege 17:26:44
15 provided to me by the Fifth Amendment. 17:26:45
16 Q. Let's take a look at the letter for 2017 17:26:46
17 which we will mark as Debtors' 11. 17:26:55
18 Mr. Phillips, I'm showing you a four-page 17:27:32
19 document on NRA letterhead dated March 7, 2018. 17:27:36
20 Do you see that? 17:27:43
21 (Exhibit 11 marked.) 17:26:59
22 A. I do. 17:27:43
23 Q. What is it? 17:27:43
24 A. It's a representation letter for National 17:27:46
25 Rifle Association and its affiliates for the year 17:27:52

Page 275

1 fair to say that you had no knowledge of any 17:25:54
2 uncorrected misstatements in the financial 17:25:57
3 statements as referenced in paragraph 9? 17:26:00
4 A. I decline to answer based on the privilege 17:26:03
5 provided to me by the Fifth Amendment. 17:26:05
6 Q. When you signed this letter to RSM, was it 17:26:09
7 the case that the items listed in paragraph 8 were, 17:26:15
8 in fact, properly presented? 17:26:23
9 A. I decline to answer based on the privilege 17:26:27
10 provided to me by the Fifth Amendment. 17:26:29
11 Q. When you signed this letter to RSM, was 17:26:31
12 it, in fact, the case that the items listed in 17:26:34
13 paragraph 8 had been properly disclosed? 17:26:40
14 A. I decline to answer based on the privilege 17:26:44
15 provided to me by the Fifth Amendment. 17:26:45
16 Q. Let's take a look at the letter for 2017 17:26:46
17 which we will mark as Debtors' 11. 17:26:55
18 Mr. Phillips, I'm showing you a four-page 17:27:32
19 document on NRA letterhead dated March 7, 2018. 17:27:36
20 Do you see that? 17:27:43
21 (Exhibit 11 marked.) 17:26:59
22 A. I do. 17:27:43
23 Q. What is it? 17:27:43
24 A. It's a representation letter for National 17:27:46
25 Rifle Association and its affiliates for the year 17:27:52

Page 275

1 ended December 31st, 2017, and the prior year. 17:27:55

2 Q. Did you sign Debtors' Exhibit 11? 17:28:01

3 A. Can you take me to down to the bottom? 17:28:05

4 Q. Certainly. 17:28:07

5 A. That's my signature again. 17:28:17

6 Q. So is the answer yes, you signed it? 17:28:21

7 A. The answer is it's my signature. It looks 17:28:25

8 like a facsimile. 17:28:29

9 Q. Who had the ability to apply your 17:28:32

10 facsimile to documents in or around when Exhibit 11 17:28:37

11 is dated? 17:28:48

12 A. Lisa Supernaugh. 17:28:50

13 Q. Anybody else? 17:28:53

14 A. No. 17:28:58

15 Q. Did you authorize Ms. Supernaugh to apply 17:29:01

16 your facsimile signature to this letter? 17:29:04

17 A. I don't know about that document. I'm not 17:29:07

18 aware ever of any time she used it without coming to 17:29:10

19 me first. 17:29:16

20 Q. I apologize. I couldn't hear what you 17:29:16

21 said. Could you -- 17:29:19

22 MS. EISENBERG (VIA ZOOM): Ms. Munroe, 17:29:21

23 if you heard what Mr. Phillips said, could you read 17:29:22

24 it just so that I can hear it.

25 THE REPORTER (VIA ZOOM): He faded out

1 at the end.

2 MS. EISENBERG (VIA ZOOM): Why don't
3 we reread my question, if you don't mind, Ms. Munroe,
4 and then we'll ask to please answer it again. 17:29:52

5 (Record read.) 17:29:52

6 A. I don't recall. 17:29:52

7 Q. Counsel, I would like to -- 17:30:01

8 MS. EISENBERG (VIA ZOOM): Go up to 17:30:10
9 the first page of Exhibit 11, Dylan, if you would be 17:30:11
10 so kind. 17:30:17

11 Q. Mr. Phillips, it states in the 17:30:18
12 paragraph -- first numbered paragraph, quote, We 17:30:23
13 have fulfilled our responsibilities as set out in 17:30:27
14 the terms of the audit arrangement letter, dated 17:30:29
15 October 23, 2017, for the preparation and fair 17:30:32
16 presentation of the consolidated financial 17:30:37
17 statements referred to above in accordance with the 17:30:40
18 US GAAP. 17:30:42

19 Do you see that? 17:30:42

20 A. I do. 17:30:44

21 Q. Do you understand the term "we" to refer 17:30:47
22 to you, among others? 17:30:49

23 A. Yes. 17:30:51

24 Q. To whom else does the term "we" as used in 17:30:52
25 this letter refer? 17:30:56

1 A. Well, it would be the people that signed 17:30:57
2 the letter for one thing and then possibly -- I 17:31:00
3 guess that's who is actually saying it. But people 17:31:06
4 that worked for them, too, I'm sure they're 17:31:11
5 attesting for them as well. 17:31:13

6 Q. And as to your yourself, in March of 2018, 17:31:16
7 had you fulfilled your responsibilities as set out 17:31:23
8 in the letter referenced in paragraph 1? 17:31:26

9 A. I decline to answer based on the privilege 17:31:30
10 provided to me by the Fifth Amendment. 17:31:30

11 Q. Can we please go to the second page. 17:31:35
12 Directing your attention to paragraph 8 which 17:31:44
13 consists of multiple subparagraphs. 17:31:48

14 Do you see that? 17:31:52

15 A. Yes. 17:31:53

16 Q. The second sentence of the preface in 17:31:55
17 paragraph 8 states, We further represent that the 17:32:01
18 following are properly recorded and/or disclosed in 17:32:03
19 the consolidated financial statements. 17:32:07

20 Do you see that? 17:32:09

21 A. I do. 17:32:10

22 Q. Was this a correct statement as of the 17:32:11
23 date of this letter? 17:32:15

24 A. I decline to answer based on the privilege 17:32:19
25 provided to me by the Fifth Amendment. 17:32:21

1 STATE OF TEXAS)

2 COUNTY OF DALLAS)

3

4

5

6

7

8

9

10 I, Michelle L. Munroe, Certified Shorthand
11 Reporter in and for the State of Texas, certify that
12 the foregoing deposition of WILSON H. PHILLIPS, JR.
13 was reported stenographically by me at the time and
14 place indicated, said witness having been placed
15 under oath by me, and that the deposition is a true
16 record of the testimony given by the witness;

17 That the amount of time used by each party at
18 the deposition is as follows:

Ms. Connell - 4 hours, 16 minutes

18 Mr. Mason - 34 minutes

19 Ms. Eisenberg - 1 hour

20

21

22

23

24

25

1 I further certify that I am neither counsel for
2 nor related to any party in this cause and am not
3 financially interested in its outcome.

4 Given under my hand on this the 22nd day
5 of March, 2021.

6
7
8
9
10
11
12
13
14
15
16
17
18
19 

20 Michelle L. Munroe, CSR No. 6011

Commission expires 12-31-22

21 Firm Registration #571

VERITEXT LEGAL SOLUTIONS

22 300 Throckmorton Street, Suite 1600

Fort Worth, Texas 76102

23 817.336.3042 telephone
24
25

mwerbner@werbernlaw.com

March 22, 2021

National Rifle Association Of America And Sea Girt LLC

DEPOSITION OF: Wilson H. Phillips , Jr. (# 4507548)

The above-referenced witness transcript is
available for read and sign.

Within the applicable timeframe, the witness
should read the testimony to verify its accuracy. If
there are any changes, the witness should note those
on the attached Errata Sheet.

The witness should sign and notarize the
attached Errata pages and return to Veritext at
errata-tx@veritext.com.

According to applicable rules or agreements, if
the witness fails to do so within the time allotted,
a certified copy of the transcript may be used as if
signed.

Yours,

Veritext Legal Solutions